Martin S. King (I.D. No. 2609)
Worden Thane P.C.
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Attorneys for Unsecured Creditors Committee

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA

IN RE **MOUNTAIN DIVIDE, LLC,** Debtor.	Case No. 16-61015-RBK

**AMENDED APPLICATION TO APPROVE EMPLOYMENT OF MARTIN S. KING AND WORDEN THANE P.C. AS ATTORNEY FOR THE UNSECURED CREDITORS COMMITTEE;
AND AFFIDAVIT**

The Unsecured Creditors Committee respectfully represents:

1. On October 14, 2016, Debtor filed a petition herein under Chapter 11 of the Bankruptcy Code.

2. On October 20, 2016, an Unsecured Creditors Committee was appointed at the request of the United States Trustee (Doc. #29) and amended on October 21, 2016. (Doc #35) The Unsecured Creditors Committee wishes to employ Martin S. King and Worden Thane P.C. as attorney for the Unsecured Creditors Committee in this case.

3. The Unsecured Creditors Committee has selected Martin S. King and Worden Thane P.C. for the following reasons: Expertise in representing creditors in bankruptcy matters.

4. An original application to employ Mr. King and Worden Thane was dated and filed

on October 25, 2016 (Doc.# 59). This amended application and the amended engagement letter, attached hereto, are being filed at the request of the United States Trustee.

5. The professional services that Martin S. King and Worden Thane P.C. are to render include: General bankruptcy counsel for the Unsecured Creditors Committee.

6. To the best of Applicant's knowledge, Martin S. King and Worden Thane P.C. have no connection with Debtor, the creditors, or any other party in interest, or their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, and Martin S. King and Worden Thane are a "disinterested person" as defined in 11 U.S.C. 101(14)

7. The terms of the employment of Martin S. King and Worden Thane P.C. agreed to by the Unsecured Creditors Committee, subject to the approval of the Court are: Compensation and reimbursement for services on an hourly basis plus reimbursement of costs expended, billed and payable every 60 days (or at the conclusion of the case for unpaid fees and costs to that date), as an administrative expense of the Debtor subject to application and court approval. The hourly rates of the professionals and para-professionals that will provide services in the representation of the Unsecured Creditors Committee are as follows:

Martin S. King	Attorney	$250.00
Ross P. Keogh	Attorney	$200.00
Angela McCullough	Paralegal	$100.00

No retainer has been paid. A copy of Worden Thane firm engagement letter (AS AMENDED) is attached.

8. Subject to the foregoing, Martin S. King and Worden Thane P.C. represent no interest adverse to Unsecured Creditors Committee in matters upon which it is to be engaged, and their employment would be in the best interest of this estate.

WHEREFORE, Unsecured Creditors Committee prays that the employment of Martin S. King and Worden Thane P.C. under the terms specified herein be approved by the Court.

Respectfully submitted this 28th day of October, 2016.

By: /s/ Martin S. King
Martin S. King

AFFIDAVIT OF PROPOSED PROFESSIONAL

STATE OF MONTANA)

County of Missoula)

Martin S. King, being duly sworn upon his oath, deposes and states:

1. I am an attorney at law licensed to practice law in the state of Montana and am a partner at Worden Thane P.C. practicing in Missoula, Montana

2. I and Worden Thane P.C. have no connections with the debtor, creditors, or any other party in interest, their respective attorneys and accountants, The United States Trustee, or any person employed in the office of the United States Trustee; and I and Worden Thane P.C. are a "disinterested" person as defined in 11 U.S.C. 101(14).

3. I and Worden Thane P.C. represent no interest adverse to the Unsecured Creditors Committee, or the estate in the matters upon which I and Worden Thane P.C. are to be engaged.

4. Worden Thane P.C. has not received a retainer.

Dated: October 28th, 2016

[signature]
Martin S. King

Subscribed and sworn to before me this 28th day of October, 2016.

(SEAL)

ABIGAIL DUSSAULT
NOTARIAL SEAL
STATE OF MONTANA
ABIGAIL DUSSAULT
NOTARY PUBLIC for the
State of Montana
Residing at Missoula, MT
My Commission Expires
April 15, 2020.

[signature]
Notary Signature

WORDEN THANE P.C.
ATTORNEYS AT LAW

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DONOVAN WORDEN, SR., 1892-1967
DONOVAN WORDEN, JR., 1918-2001
JEREMY G. THANE, 1927-2016

*LICENSED TO PRACTICE IN MT AND WA
**LICENSED TO PRACTICE IN MT, ND, WY

RONALD A. BENDER
PATRICK G. FRANK
MARTIN S. KING
PATRICK DOUGHERTY
W. CARL MENDENHALL
GAIL M. HAVILAND
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AMY M. SCOTT SMITH
JORI QUINLAN
JESSE C. KODADEK
*CHRIS A. JOHNSON
**ROSS P. KEOGH
DANA L. HUPP
MARTIN ROGERS

October 28, 2016

Via Email

Unsecured Creditors Committee
Mountain Divide, LLC

American Pipe & Supply
Ken Raemaeker, Accountant
27 North Central Avenue
Cut Bank, MT 59427

Precision Completion & Production Services, Ltd.
Shelley Hutchinson, Director of Credit and Collections
10350 Richmond Avenue, Suite 700
Houston, TX 77042

Nabors Drilling Technologies USA, Inc.
Lauri J. McDonald, Director of Credit
515 West Greens Road, Suite 1000
Houston, TX 77067

Terry R. Pitt Construction, Inc.
David Pitt, Vice President
180 Pollux Drive
Rock Springs, WY 82901

MBI Energy Logistics, LLC.
Melissa Gross, Sr. Accountant
103 1st Ave. W, Suite 200
Dickinson, ND 58601

Sanjel (USA) Inc.
Paul J. Darby, Sr. Vice President
PricewaterhouseCoopers Inc.
Court Appointed Monitor of Sanjel (USA) Inc.
3100, 111 5th Ave. SW
Calgary, AB, Canada T2P 5L3

Re: Retention as counsel for the Unsecured Creditors Committee
In re *Mountain Divide, LLC*
Montana Bankruptcy Case No. 16-61015-11
Our File No.: PENDING

Dear Members of the Committee of Unsecured Creditors:

Thank you for retaining Worden Thane P.C., to represent you in the above matter. We appreciate your confidence in us and will do our best to provide you with effective and efficient professional representation. We understand that the scope of our engagement is at this time limited to representing the Committee in the above referenced Chapter 11 bankruptcy petition .

I will be the attorney who is primarily responsible for your file. From time to time, it may be advantageous to have another attorney or legal assistant help me. I will supervise any work that is performed by others.

We bill at an hourly rate plus costs. My time will be billed at $250.00 per hour. The time of any other attorney or legal assistant who may help me will be billed at their regular rates, which may be different from my own. Our rates are reviewed periodically and any changes will be reflected on your statement. Any rate changes will not affect time spent and charged before the effective date of the change.

Every 60 days we will apply to the bankruptcy estate of *Mountain Divide, LLC* for the payment of our fees and costs by the Debtor through bankruptcy estate and for treatment of our fees as an administrative expense. We will also send copies of our fee applications to you.

If you agree to the preceding fee arrangements, please sign the accompanying copy of this letter and return it in the enclosed stamped, addressed envelope. If you have any questions or concerns about the arrangements, please call me so that we may discuss them.

We will inform you about developments as they occur. Feel free to call at any time if you need additional information. Once again, we are grateful for the opportunity to represent you in this and any other matters that you may refer to us.

Sincerely,

Martin S. King

Enclosures

FEE ARRANGEMENTS ARE
ACKNOWLEDGED AND AGREED:

By: Lani McDonald
Dated: 10/28/16

CERTIFICATE OF SERVICE

I, the undersigned, Christina Johnson, do hereby certify under penalty of perjury that a copy of the within and foregoing Amended Application to Approve Martin S. King and Worden Thane P.C. as Attorney for the Unsecured Creditors Committee and Affidavit was sent on October 28th, 2016 via CM/ECF to all parties of interest.

Christina Johnson